

**United States Bankruptcy Court**  
**Eastern District of Wisconsin**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>B.R. Brookfield Commons No. 1, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>52-2380152</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>15445 W. Bluemound road</b> <b>Brookfield, WI</b> ZIP Code <b>53005</b>	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: <b>Waukesha</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>22900 Ventura Blvd., Suite 200</b> <b>Woodland Hills, CA</b> ZIP Code <b>91364</b>	Mailing Address of Joint Debtor (if different from street address): ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): <b>15445 W. Bluemound Road</b> <b>Brookfield, WI 53005</b>	

<p><b>Type of Debtor</b> (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p><b>Nature of Business</b> (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input type="checkbox"/> Other</p> <p><b>TAX-EXEMPT ENTITY</b> (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><b>Nature of Debts</b> (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
---	--	--

<p><b>Filing Fee</b> (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
---	--

<p><b>Statistical/Administrative Information</b></p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>											THIS SPACE IS FOR COURT USE ONLY																						
<p>Estimated Number of Creditors</p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> <td></td> </tr> </table>											<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																							
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000																								
<p>Estimated Assets</p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> </tr> </table>											<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																							
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																								
<p>Estimated Liabilities</p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> </tr> </table>											<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion						
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																							
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																								

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>B.R. Brookfield Commons No. 1, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>Eastern District Wisconsin</b>	Case Number: <b>10-38835</b>	Date Filed: <b>11/29/10</b>	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b>  (Check any applicable box)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>  (Check all applicable boxes)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  _____ (Name of landlord that obtained judgment)  _____ (Address of landlord)  <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):  
**B.R. Brookfield Commons No. 1, LLC****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X**

Signature of Debtor

**X**

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

**Signature of Attorney\*****X /s/ JEFFREY C. DAN**

Signature of Attorney for Debtor(s)

**JEFFREY C. DAN 06242750**

Printed Name of Attorney for Debtor(s)

**Crane, Heyman, Simon, Welch & Clar**

Firm Name

**Suite 3705  
135 South LaSalle Street  
Chicago, IL 60603-4297**

Address

**312-641-6777 Fax: 312-641-7114**

Telephone Number

**June 10, 2011**

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X /s/ Bernard Rosenson**

Signature of Authorized Individual

**Bernard Rosenson**

Printed Name of Authorized Individual

**Manager**

Title of Authorized Individual

**June 10, 2011**

Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

- I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.
- Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X**

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

**X**

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person,or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**United States Bankruptcy Court**  
**Eastern District of Wisconsin**

In re B.R. Brookfield Commons No. 1, LLC

Debtor(s)

Case No.  
Chapter11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
AT&T P.O. Box 8100 Aurora, IL 60507-8100	AT&T P.O. Box 8100 Aurora, IL 60507-8100			199.72
CB Richard Ellis 777 W. Wisconsin Avenue, #3250 Milwaukee, WI 53202-5353	CB Richard Ellis 777 W. Wisconsin Avenue, #3250 Milwaukee, WI 53202-5353			14,463.10
City of Brookfield - Utilities 2000 N. Calhoun Road Brookfield, WI 53005	City of Brookfield - Utilities 2000 N. Calhoun Road Brookfield, WI 53005			3,911.18
Devorkin & Company 11518 North Port Washington Road Suite 103 Mequon, WI 53092	Devorkin & Company 11518 North Port Washington Road Suite 103 Mequon, WI 53092			8,695.77
Flag Center 2954 N. 117th Street Milwaukee, WI 53222	Flag Center 2954 N. 117th Street Milwaukee, WI 53222			165.54
Mawicke & Goisman S.C. 1509 North Prospect Ave. Milwaukee, WI 53202	Mawicke & Goisman S.C. 1509 North Prospect Ave. Milwaukee, WI 53202			857.50
MRED Management Inc. 13890 Bishops Dr., #205 Brookfield, WI 53005	MRED Management Inc. 13890 Bishops Dr., #205 Brookfield, WI 53005			10,367.35
Mtech Facility Services P.O. Box 1690 Brookfield, WI 53008	Mtech Facility Services P.O. Box 1690 Brookfield, WI 53008			3,125.86
The Lawncare Professionals P.O. Box 310 Big Bend, WI 53103-0310	The Lawncare Professionals P.O. Box 310 Big Bend, WI 53103-0310			5,597.25
United States Fire 2936 S. 166th Street New Berlin, WI 53151	United States Fire 2936 S. 166th Street New Berlin, WI 53151			280.00
Vector Electrical Contractors, Inc. 1341 Pearl Street Waukesha, WI 53186	Vector Electrical Contractors, Inc. 1341 Pearl Street Waukesha, WI 53186			8,965.00

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
**(Continuation Sheet)**

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Waste Management of WI-MN P.O. Box 4648 Carol Stream, IL 60197-4648	Waste Management of WI-MN P.O. Box 4648 Carol Stream, IL 60197-4648			3,332.37
WE Energy P.O. Box 2089 Milwaukee, WI 53201	WE Energy P.O. Box 2089 Milwaukee, WI 53201			881.17
WE Energy P.O. Box 2089 Milwaukee, WI 53201	WE Energy P.O. Box 2089 Milwaukee, WI 53201			702.81
WE Energy P.O. Box 2089 Milwaukee, WI 53201	WE Energy P.O. Box 2089 Milwaukee, WI 53201			351.56
WE Energy P.O. Box 2089 Milwaukee, WI 53201	WE Energy P.O. Box 2089 Milwaukee, WI 53201			316.36
WE Energy P.O. Box 2089 Milwaukee, WI 53201	WE Energy P.O. Box 2089 Milwaukee, WI 53201			179.01
WE Energy P.O. Box 2089 Milwaukee, WI 53201	WE Energy P.O. Box 2089 Milwaukee, WI 53201			101.20
WE Energy P.O. Box 2089 Milwaukee, WI 53201	WE Energy P.O. Box 2089 Milwaukee, WI 53201			72.67
WE Energy P.O. Box 2089 Milwaukee, WI 53201	WE Energy P.O. Box 2089 Milwaukee, WI 53201			72.28

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date June 10, 2011

Signature /s/ Bernard Rosenson  
Bernard Rosenson  
Manager

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court**  
**Eastern District of Wisconsin**

In re B.R. Brookfield Commons No. 1, LLC,  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>8,850,000.00</b>		
B - Personal Property	<b>Yes</b>	<b>3</b>	<b>239,559.21</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>11,620,554.89</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>1</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>8</b>		<b>85,374.18</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>4</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>19</b>			
	Total Assets		<b>9,089,559.21</b>		
		Total Liabilities		<b>11,705,929.07</b>	

**United States Bankruptcy Court**  
**Eastern District of Wisconsin**

In re **B.R. Brookfield Commons No. 1, LLC**

Debtor

Case No. \_\_\_\_\_

Chapter \_\_\_\_\_

**11**

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column	
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column	
4. Total from Schedule F	
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)	

In re **B.R. Brookfield Commons No. 1, LLC**, Case No. \_\_\_\_\_  
Debtor \_\_\_\_\_

## **SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

**Unexpired Leases.** If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

**0** continuation sheets attached to the Schedule of Real Property.

(Report also on Summary of Schedules)

In re **B.R. Brookfield Commons No. 1, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Wells Fargo Operating Account</b>	-	<b>177,430.13</b>
		<b>Wells Fargo - Property Tax account</b>	-	<b>45,778.13</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **223,208.26**  
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re **B.R. Brookfield Commons No. 1, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Rent from numerous tenants (offsets may be due for operating expense reconciliation)	-	16,350.95
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Claim against Jas Jam Inc. d/b/a Celebrity Kids \$130,224.00	-	Unknown
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
Sub-Total > (Total of this page)				16,350.95

Sheet 1 of 2 continuation sheets attached  
to the Schedule of Personal Property

In re **B.R. Brookfield Commons No. 1, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**  
 (Total of this page)  
 Total > **239,559.21**

Sheet **2** of **2** continuation sheets attached  
 to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **B.R. Brookfield Commons No. 1, LLC**

Case No.

---

**Debtor**

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

In re **B.R. Brookfield Commons No. 1, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 **Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

 **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

In re **B.R. Brookfield Commons No. 1, LLC**,  
Debtor

Case No. \_\_\_\_\_

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.			AMOUNT OF CLAIM
			CONTINGENT	UNLIQUIDATED	DISPUTED	
Account No. <b>xxxxxx5938</b>						
<b>AT&amp;T P.O. Box 8100 Aurora, IL 60507-8100</b>	X	-				<b>199.72</b>
Account No.						
<b>B.R. Esquire Building 22900 Ventura Blvd., #200 Woodland Hills, CA 91364</b>	X	-				<b>234.81</b>
Account No.						
<b>CB Richard Ellis 777 W. Wisconsin Avenue, #3250 Milwaukee, WI 53202-5353</b>	X	-				<b>14,463.10</b>
Account No. <b>xx4683</b>						
<b>City of Brookfield - Utilities 2000 N. Calhoun Road Brookfield, WI 53005</b>	X	-				<b>3,911.18</b>
<b>Subtotal (Total of this page)</b>						<b>18,808.81</b>

7 continuation sheets attached

In re B.R. Brookfield Commons No. 1, LLC,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Devorkin & Company 11518 North Port Washington Road Suite 103 Mequon, WI 53092	X -					8,695.77
Account No. <b>xx-xxx4040</b>						
Flag Center 2954 N. 117th Street Milwaukee, WI 53222	X -					165.54
Account No.						
Mawicke & Goisman S.C. 1509 North Prospect Ave. Milwaukee, WI 53202	X -					857.50
Account No.						
Michael S. Polsky Beck, Chaet, Bamberger & Polsky S.C. 330 East Kilbourn Avenue Suite 1085 Milwaukee, WI 53202	X -			X		Unknown
Account No.						
MRED Management Inc. 13890 Bishops Dr., #205 Brookfield, WI 53005	X -					10,367.35
Sheet no. <u>1</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<b>20,086.16</b>

In re B.R. Brookfield Commons No. 1, LLC,  
Debtor

Case No. \_\_\_\_\_

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Mtech Facility Services P.O. Box 1690 Brookfield, WI 53008	X	-				3,125.86
Account No.						
Sign of the Dove 22900 Ventura Blvd., #200 Woodland Hills, CA 91364		-				22,036.17
Account No. xx242M						
The Lawncare Professionals P.O. Box 310 Big Bend, WI 53103-0310	X	-				5,597.25
Account No.						
United States Fire 2936 S. 166th Street New Berlin, WI 53151		-				280.00
Account No.						
Vector Electrical Contractors, Inc. 1341 Pearl Street Waukesha, WI 53186	X	-				8,965.00
Sheet no. <u>2</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			40,004.28

In re B.R. Brookfield Commons No. 1, LLC,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.							
Waste Management of WI-MN P.O. Box 4648 Carol Stream, IL 60197-4648	X	-					3,332.37
Account No. xxxx-xx7-289							
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X	-					33.75
Account No. xxxx-xx5-470							
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X	-					19.75
Account No. xxxx-xx5-178							
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X	-					179.01
Account No. xxxx-xx8-467							
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X	-					55.38
Sheet no. <u>3</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			<u>3,620.26</u>

In re B.R. Brookfield Commons No. 1, LLC,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. xxxx-xx8-707						
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X -					59.58
Account No. xxxx-xx0-796						
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X -					72.28
Account No. xxxx-xx8-984						
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X -					881.17
Account No. xxxx-xx5-021						
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X -					53.80
Account No. xxxx-xx6-941						
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X -					49.43
Sheet no. <u>4</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>1,116.26</u>

In re B.R. Brookfield Commons No. 1, LLC,  
Debtor

Case No. \_\_\_\_\_

## **SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. <b>xxxx-xx0-170</b>						
<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201	X	-				<b>72.67</b>
Account No. <b>xxxx-xx3-310</b>						
<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201	X	-				<b>36.55</b>
Account No. <b>xxxx-xx0-745</b>						
<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201	X	-				<b>702.81</b>
Account No. <b>xxxx-xx6-339</b>						
<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201	X	-				<b>27.39</b>
Account No. <b>xxxx-xx0-132</b>						
<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201	X	-				<b>18.88</b>
Sheet no. <b>5</b> of <b>7</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) <b>858.30</b>

In re B.R. Brookfield Commons No. 1, LLC,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. xxxx-xx4-425						
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X -					101.20
Account No. xxxx-xx5-310						
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X -					18.18
Account No. xxxx-xx2-007						
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X -					351.56
Account No. xxxx-xx3-565						
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X -					1.12
Account No. xxxx-xx1-773						
WE Energy P.O. Box 2089 Milwaukee, WI 53201	X -					16.79
Sheet no. <u>6</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>488.85</u>

In re B.R. Brookfield Commons No. 1, LLC,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community					AMOUNT OF CLAIM
			CONTINGENT	UNLIQUIDATED	DISPUTED		
Account No. <b>xxxx-xx9-047</b>							
<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201	X	-					<b>9.77</b>
Account No. <b>xxxx-xx5-359</b>							
<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201	X	-					<b>26.97</b>
Account No. <b>xxxx-xx8-332</b>							
<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201	X	-					<b>38.16</b>
Account No. <b>xxxx-xx0-454</b>							
<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201	X	-					<b>316.36</b>
Account No.							
Sheet no. <b>7</b> of <b>7</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)				<b>391.26</b>
			Total (Report on Summary of Schedules)				<b>85,374.18</b>

In re **B.R. Brookfield Commons No. 1, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Denise Schicher Mgr. Subway Real Estate Corp. 325 Bic Drive Milford, CT 06460-3059</b>	<b>Debtor is the Landlord in this Lease for Non-residential Property.</b>
<b>Hanbai, Inc. Wasabi Sushi &amp; Saki Lounge 118 Grey Fox Court Streamwood, IL 60107</b>	<b>Debtor is the Landlord in this Lease for Non-residential Property.</b>
<b>Laura Phan/Saigon Nails 3338 Knoll Terrace Milwaukee, WI 53222</b>	<b>Debtor is the Landlord in this Lease for Non-residential Property.</b>
<b>Lawrence Seybold/Carenza Salon 2616 N. 91st Street Columbus, OH 43226</b>	<b>Debtor is the Landlord in this Lease for Non-residential Property.</b>
<b>LCA-Vision, Inc. 7840 Montgomery Road Cincinnati, OH 45236</b>	<b>Debtor is the Landlord in this Lease for Non-residential Property.</b>
<b>Sahul Flores, Jr. Chipotle Mexican Grill, Inc. 1543 Wazee Street, Suite 200 Denver, CO 80202</b>	<b>Debtor is the Landlord in this Lease for Non-residential Property.</b>
<b>Starbucks Corporation 2401 Utah Avenue South Seattle, WA 98134</b>	<b>Debtor is the Landlord in this Lease for Non-residential Property.</b>
<b>TD Amentrade, Inc. 1 Plaza Four A Jersey City, NJ 07311</b>	<b>Debtor is the Landlord in this Lease for Non-residential Property.</b>
<b>The Lawn Care Professionals W234 56650 Big Bend Drive Waukesha, WI 53189</b>	<b>Snow removal contract.</b>
<b>The Vitamin Shoppe Attn: Real Estate Dept. 2101 91st Street North Bergen, NJ 07047</b>	<b>Debtor is the Landlord in this Lease for Non-residential Property</b>

In re **B.R. Brookfield Commons No. 1, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>Mawicke &amp; Goisman S.C.</b> 1509 North Prospect Ave. Milwaukee, WI 53202
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>Michael S. Polsky</b> Beck, Chaet, Bamberger & Polsky S.C. 330 East Kilbourn Avenue Suite 1085 Milwaukee, WI 53202
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>Mtech Facility Services</b> P.O. Box 1690 Brookfield, WI 53008
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>The Lawncare Professionals</b> P.O. Box 310 Big Bend, WI 53103-0310
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201

In re **B.R. Brookfield Commons No. 1, LLC**, Case No. \_\_\_\_\_  
Debtor

**SCHEDULE H - CODEBTORS**  
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>MRED Management Inc.</b> 13890 Bishops Dr., #205 Brookfield, WI 53005
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>TS7-E Grantor Trust</b> P.O. Box 31355 Hartford, CT 06150-1355
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>Integrity Development</b> 930 E. 66th Street Indianapolis, IN 46220

In re **B.R. Brookfield Commons No. 1, LLC**, Case No. \_\_\_\_\_,  
Debtor

**SCHEDULE H - CODEBTORS**  
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>Flag Center</b> 2954 N. 117th Street Milwaukee, WI 53222
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>City of Brookfield - Utilities</b> 2000 N. Calhoun Road Brookfield, WI 53005
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>CB Richard Ellis</b> 777 W. Wisconsin Avenue, #3250 Milwaukee, WI 53202-5353
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>B.R. Esquire Building</b> 22900 Ventura Blvd., #200 Woodland Hills, CA 91364
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>Vector Electrical Contractors, Inc.</b> 1341 Pearl Street Waukesha, WI 53186
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>Waste Management of WI-MN</b> P.O. Box 4648 Carol Stream, IL 60197-4648
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>AT&amp;T</b> P.O. Box 8100 Aurora, IL 60507-8100
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201

In re **B.R. Brookfield Commons No. 1, LLC**, Case No. \_\_\_\_\_,  
Debtor

**SCHEDULE H - CODEBTORS**  
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>WE Energy</b> P.O. Box 2089 Milwaukee, WI 53201
<b>B.R. Brookfield Commons No. 2, LLC</b> 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364	<b>Devorkin &amp; Company</b> 11518 North Port Washington Road Suite 103 Mequon, WI 53092

**United States Bankruptcy Court**  
**Eastern District of Wisconsin**

In re **B.R. Brookfield Commons No. 1, LLC**

Debtor(s)

Case No.

Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Manager of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **21** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **June 10, 2011**

Signature **/s/ Bernard Rosenson**  
**Bernard Rosenson**  
**Manager**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court**  
**Eastern District of Wisconsin**

In re B.R. Brookfield Commons No. 1, LLC

Debtor(s)

Case No.

Chapter

11

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

---

**1. Income from employment or operation of business**

- None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$1,259,031.00</b>	<b>2009</b>
<b>\$1,092,155.00</b>	<b>2010</b>
<b>\$494,076.00</b>	<b>2011 YTD</b>

---

**2. Income other than from employment or operation of business**

- None  State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

---

### 3. Payments to creditors

None

*Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>See attached spreadsheet</b>		<b>\$0.00</b>	<b>\$0.00</b>

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
<b>see attached spreadsheet</b>		<b>\$0.00</b>	<b>\$0.00</b>

---

### 4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>B.R. Brookfield Commons No. 1, LLC</b> <b>B.R. Brookfield Commons No. 2, LLC</b> <b>-vs-</b> <b>Alpha Nail Spa, LLC</b> <b>dba Alpha Nail Salon</b>	<b>Eviction and Claim for Money</b>	<b>Wisconsin Circuit Court Waukesha County</b>	<b>Settled</b>

**Case No. 09SC06239**

<b>B.R. Brookfield Commons No. 1, LLC</b> <b>B.R. Brookfield Commons No. 2, LLC</b> <b>-vs-</b> <b>JasJam, Inc.</b>	<b>Eviction and Claim for Money</b>	<b>Wisconsin Circuit Court Waukesha County</b>	<b>Stipulated Judgment in favor of Debtor</b>
--	---	--	---

**Case No. 09SC06238**  
**dba Celebrity Kids Portrait Studio**

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

CAPTION OF SUIT AND CASE NUMBER <b>ValStone Asset Management, LLC</b> -vs- <b>B.R. Brookfield Commons No. 1, LLC</b> <b>B.R. Brookfield Commons No. 2, LLC</b> <b>Benard Rosenson</b> <b>Integrity Development Partners at Brookfield</b> <b>Commons, LLC</b> <b>Community Bank &amp; Trust</b>	NATURE OF PROCEEDING <b>Foreclosure Action</b>	COURT OR AGENCY AND LOCATION <b>Wisconsin Circuit Court Waukesha County</b>	STATUS OR DISPOSITION <b>Pending</b>
--	--	---	--

**Case No. 10cv04458**

- None     b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
<b>5. Repossessions, foreclosures and returns</b>		
None <input checked="" type="checkbox"/> List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within <b>one year</b> immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY

**6. Assignments and receiverships**

- None     a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
None <input type="checkbox"/> b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within <b>one year</b> immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)		
<b>NAME AND ADDRESS OF CUSTODIAN</b>		
<b>Michael S. Polsky</b> <b>Beck, Chaet, Bamberger &amp; Polsky S.C.</b> <b>330 East Kilbourn Avenue</b> <b>Suite 1085</b> <b>Milwaukee, WI 53202</b>	<b>NAME AND LOCATION OF COURT</b> <b>CASE TITLE &amp; NUMBER</b> <b>Circuit Court of Waukesha County</b> <b>Case No. 10-CV-04458</b>	<b>DATE OF ORDER</b> <b>10/22/10</b> <b>DESCRIPTION AND VALUE OF PROPERTY</b> <b>Accounts Receivable \$105,826.79</b>

---

**7. Gifts**

- None  List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------	--------------	-------------------------------

---

**8. Losses**

- None  List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

---

**9. Payments related to debt counseling or bankruptcy**

- None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Mawicke &amp; Goisman S.C. 1509 North Prospect Avenue Milwaukee, WI 53202</b>	<b>10/10</b>	<b>10,000.00</b>
<b>Crane, Heyman, Simon, Welch &amp; Clar 135 S. LaSalle Street Suite 3705 Chicago, IL 60603</b>	<b>11/10 6/11</b>	<b>\$21,039.00 \$17,195.55</b>

---

**10. Other transfers**

- None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
None <input checked="" type="checkbox"/> b. List all property transferred by the debtor within <b>ten years</b> immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.		
NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY

---

**11. Closed financial accounts**

- None  List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION <b>Bank of the West</b>	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE <b>Checking Account</b>	AMOUNT AND DATE OF SALE OR CLOSING <b>\$42,928.03 12/18/10</b>
--	---	--

---

**12. Safe deposit boxes**

- None  List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
---	---	----------------------------	--

---

**13. Setoffs**

- None  List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

---

**14. Property held for another person**

- None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

---

**15. Prior address of debtor**

- None  If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

---

**16. Spouses and Former Spouses**

- None  If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME
------

---

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None    ■ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None    ■ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None    ■ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

---

**18 . Nature, location and name of business**

- None    ■ a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	---	---------	--------------------	----------------------------

- None    ■ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

---

#### 19. Books, records and financial statements

- None  a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>MRED Management Inc. 13890 Bishops Dr., #205 Brookfield, WI 53005</b>	<b>2010-Present</b>
<b>CB Richard Ellis 777 W. Wisconsin Avenue, #3250 Milwaukee, WI 53202-5353</b>	<b>2006-2010</b>
<b>David Borovay 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364</b>	<b>2006-Present</b>
<b>Gary Pollack, CPA 22900 Ventura Blvd. Suite 255 Woodland Hills, CA 91364</b>	<b>2006-Present</b>

- None  b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
None <input type="checkbox"/>	c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.	
<b>NAME</b> <b>MRED Management</b>	<b>ADDRESS</b> <b>13890 Bishops Dr., #205 Brookfield, WI 53005</b>	
<b>David Borovay</b>	<b>22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364</b>	
<b>Gary Pollack, CPA</b>	<b>22900 Ventura Blvd. Suite 255 Woodland Hills, CA 91364</b>	

- None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
<b>40/86 Mortgage Capital, Inc. 535 N. College Drive Carmel, IN 46032</b>	<b>4/13/10</b>
<b>ValStone Asset Management 260 East Brown Street, Suite 250 Birmingham, MI 48009</b>	<b>10/18/10</b>

**20. Inventories**

- None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
-------------------	----------------------	---

- None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	--

**21 . Current Partners, Officers, Directors and Shareholders**

- None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

- None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS <b>Roseville Property LLC 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364</b>	TITLE <b>Member</b>	NATURE AND PERCENTAGE OF STOCK OWNERSHIP <b>100%</b>
<b>Bernard Rosenson 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364</b>	<b>Manager</b>	

**22 . Former partners, officers, directors and shareholders**

- None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

- None  b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

**23 . Withdrawals from a partnership or distributions by a corporation**

- None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	-----------------------------------	--

---

**24. Tax Consolidation Group.**

- None  If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

---

**25. Pension Funds.**

- None  If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date June 10, 2011

Signature /s/ Bernard Rosenson  
**Bernard Rosenson**  
**Manager**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

# Attachment to Statement of Financial Affairs 3B

## B.R. BROOKFIELD COMMONS LLC

## Check Detail

March 1 through June 9, 2011

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	1055	03/01/2011	B.R. BROOKFIELD	100102 · Cash in bank- Wells (DIP)	
Bill		03/01/2011		100103 · Cash- Tax impound	-14,097.00
TOTAL					<u>-14,097.00</u>
Bill Pmt -Check	1056	03/03/2011	MRED MANAGEMENT INC.	100102 · Cash in bank- Wells (DIP)	
Bill		02/28/2011		918500 · Management expense- On site	-2,941.73
TOTAL					<u>-2,941.73</u>
Bill Pmt -Check	1057	03/03/2011	WASTE MANAGEMENT OF WI-MN	100102 · Cash in bank- Wells (DIP)	
Bill		03/01/2011		917271 · Trash removal	-1,570.18
TOTAL					<u>-1,570.18</u>
Bill Pmt -Check	1058	03/03/2011	WE ENERGIES-0292-926-339	100102 · Cash in bank- Wells (DIP)	
Bill	1/18-2/16/11	02/22/2011		917383 · Gas- Vacancies	-86.56
TOTAL					<u>-86.56</u>
Bill Pmt -Check	1059	03/03/2011	WE ENERGIES-0600-300-132	100102 · Cash in bank- Wells (DIP)	
Bill	1/18-2/16/11	02/22/2011		917382 · Electricity- Vacancies	-9.18
TOTAL					<u>-9.18</u>
Bill Pmt -Check	1060	03/03/2011	WE ENERGIES-2050-004-425	100102 · Cash in bank- Wells (DIP)	
Bill	1/18-2/16/11	02/22/2011		917282 · Electricity	-92.27
TOTAL					<u>-92.27</u>
Bill Pmt -Check	1061	03/03/2011	WE ENERGIES-3408-475-310	100102 · Cash in bank- Wells (DIP)	
Bill	1/18-2/16/11	02/22/2011		917382 · Electricity- Vacancies	-9.16
TOTAL					<u>-9.16</u>
Bill Pmt -Check	1062	03/03/2011	WE ENERGIES-3822-252-007	100102 · Cash in bank- Wells (DIP)	
Bill	1/18-2/16/11	02/22/2011		917282 · Electricity	-252.90
TOTAL					<u>-252.90</u>
Bill Pmt -Check	1063	03/03/2011	WE ENERGIES-5037-483-565	100102 · Cash in bank- Wells (DIP)	
Bill	1/18-2/16/11	02/22/2011		917383 · Gas- Vacancies	-30.01
TOTAL					<u>-30.01</u>
Bill Pmt -Check	1064	03/03/2011	WE ENERGIES-5094-391-773	100102 · Cash in bank- Wells (DIP)	
Bill	1/18-2/16/11	02/22/2011		917382 · Electricity- Vacancies	-8.43
TOTAL					<u>-8.43</u>
Bill Pmt -Check	1065	03/03/2011	WE ENERGIES-5888-608-727	100102 · Cash in bank- Wells (DIP)	
Bill	1/18-2/16/11	02/22/2011		917383 · Gas- Vacancies	-19.51
TOTAL					<u>-19.51</u>
Bill Pmt -Check	1066	03/03/2011	WE ENERGIES-8239-200-454	100102 · Cash in bank- Wells (DIP)	

**B.R. BROOKFIELD COMMONS LLC**

**Check Detail**

March 1 through June 9, 2011

Type	Num	Date	Name	Account	Paid Amount
Bill	1/18-2/16/11	02/22/2011		917282 · Electricity	-160.42
TOTAL					<hr/> -160.42
Bill Pmt -Check	1067	03/04/2011	BOROVAY, DAVID	100102 · Cash in bank- Wells (DIP)	
TOTAL		03/04/2011		917981 · Travel	<hr/> -535.18
Bill Pmt -Check	1068	03/09/2011	MOEGENBURG RESEARCH, INC.	100102 · Cash in bank- Wells (DIP)	
TOTAL	APPRAISAL RETAINER	03/09/2011		917949 · Professional fees- Other	<hr/> -1,900.00
Bill Pmt -Check	1069	03/21/2011	DELUCA & HARTMAN	100102 · Cash in bank- Wells (DIP)	
TOTAL	11984.2016	03/11/2011		915770 · Snow removal	-1,136.42
				915770 · Snow removal	-1,105.70
				915770 · Snow removal	-1,284.50
				915770 · Snow removal	-482.65
				915770 · Snow removal	-210.61
				915770 · Snow removal	-324.69
				915770 · Snow removal	-434.38
				915770 · Snow removal	-276.42
				915770 · Snow removal	-188.67
				915770 · Snow removal	-188.67
				915770 · Snow removal	-188.67
				915770 · Snow removal	-943.35
				915770 · Snow removal	-798.56
				915770 · Snow removal	-482.65
				915770 · Snow removal	-293.98
				915770 · Snow removal	-210.61
				915770 · Snow removal	-276.42
				915770 · Snow removal	-324.69
				915770 · Snow removal	<hr/> -324.69
TOTAL					<hr/> -9,665.00
Bill Pmt -Check	1070	03/24/2011	MTECH FACILITY SERVICES, INC.	100102 · Cash in bank- Wells (DIP)	
TOTAL	71789	03/02/2011		915580 · General maintenance-Portering	<hr/> -675.30
Bill Pmt -Check	1071	03/24/2011	NORTHRIDGE INSURANCE GROUP	100102 · Cash in bank- Wells (DIP)	
TOTAL					0.00
Bill Pmt -Check	1072	03/24/2011	NORTHRIDGE INSURANCE GROUP	100102 · Cash in bank- Wells (DIP)	
TOTAL		03/24/2011		110107 · Prepaid insurance	<hr/> -11,424.00
Bill Pmt -Check	1073	03/24/2011	TS7-E GRANTOR TRUST	100102 · Cash in bank- Wells (DIP)	
TOTAL		03/24/2011		918680 · Interest	<hr/> -34,777.31
Bill Pmt -Check	1074	03/25/2011	WISCONSIN DEPT. OF FINANCIAL INSTITUT	100102 · Cash in bank- Wells (DIP)	
TOTAL		03/25/2011		918089 · Licenses	<hr/> -25.00
					<hr/> -25.00

## B.R. BROOKFIELD COMMONS LLC

## Check Detail

March 1 through June 9, 2011

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	1075	03/25/2011	WISCONSIN DEPT. OF FINANCIAL INSTITUT	100102 · Cash in bank- Wells (DIP)	
Bill		03/25/2011		918089 · Licenses	-25.00
TOTAL					-25.00
Bill Pmt -Check	1076	03/25/2011	DELUCA & HARTMAN	100102 · Cash in bank- Wells (DIP)	
Bill	11984.2016	03/11/2011		915770 · Snow removal	-158.58
				915770 · Snow removal	-154.30
				915770 · Snow removal	-179.25
				915770 · Snow removal	-67.35
				915770 · Snow removal	-29.39
				915770 · Snow removal	-45.31
				915770 · Snow removal	-60.62
				915770 · Snow removal	-38.58
				915770 · Snow removal	-26.33
				915770 · Snow removal	-26.33
				915770 · Snow removal	-26.33
				915770 · Snow removal	-131.65
				915770 · Snow removal	-111.44
				915770 · Snow removal	-67.35
				915770 · Snow removal	-41.02
				915770 · Snow removal	-29.39
				915770 · Snow removal	-38.58
				915770 · Snow removal	-45.31
				915770 · Snow removal	-45.31
TOTAL					-1,348.75
Bill Pmt -Check	1077	03/28/2011	AT&T-26278459384029	100102 · Cash in bank- Wells (DIP)	
Bill		03/01/2011		917986 · Telephone	-88.49
TOTAL					-88.49
Bill Pmt -Check	1078	03/28/2011	AT&T-26278472965556	100102 · Cash in bank- Wells (DIP)	
Bill		03/01/2011		917986 · Telephone	-88.49
TOTAL					-88.49
Bill Pmt -Check	1079	03/28/2011	GUETZKE & ASSOCIATES	100102 · Cash in bank- Wells (DIP)	
Bill	1237901	03/01/2011		917272 · Repair & maint-Bldg-Labor	-189.18
TOTAL					-189.18
Bill Pmt -Check	1080	03/28/2011	WASTE MANAGEMENT OF WI-MN	100102 · Cash in bank- Wells (DIP)	
Bill		03/01/2011		917271 · Trash removal	-149.10
TOTAL					-149.10
Bill Pmt -Check	1081	03/31/2011	WASTE MANAGEMENT OF WI-MN	100102 · Cash in bank- Wells (DIP)	
Bill	4690606-2275-7	04/01/2011		917271 · Trash removal	-1,531.00
TOTAL					-1,531.00
Bill Pmt -Check	1082	03/31/2011	WE ENERGIES-0292-926-339	100102 · Cash in bank- Wells (DIP)	
Bill	2/16-3/17/11	03/18/2011		917383 · Gas- Vacancies	-12.18
				917382 · Electricity- Vacancies	-17.91
TOTAL					-30.09

## B.R. BROOKFIELD COMMONS LLC

## Check Detail

March 1 through June 9, 2011

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	1083	03/31/2011	WE ENERGIES-0600-300-132	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill	2/16-3/17/11	03/18/2011	917382 · Electricity- Vacancies	-18.33
					-18.33
Bill Pmt -Check	1084	03/31/2011	WE ENERGIES-2050-004-425	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill	2/16-3/17/11	03/18/2011	917282 · Electricity	-97.86
					-97.86
Bill Pmt -Check	1085	03/31/2011	WE ENERGIES-3408-475-310	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill	2/16-3/17/11	03/18/2011	917382 · Electricity- Vacancies	-17.64
					-17.64
Bill Pmt -Check	1086	03/31/2011	WE ENERGIES-3822-252-007	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill	2/16-3/17/11	03/18/2011	917282 · Electricity	-435.85
					-435.85
Bill Pmt -Check	1087	03/31/2011	WE ENERGIES-5037-483-565	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill	2/16-3/17/11	03/18/2011	917383 · Gas- Vacancies 917382 · Electricity- Vacancies	-15.83 -17.49
					-33.32
Bill Pmt -Check	1088	03/31/2011	WE ENERGIES-5094-391-773	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill	2/16-3/17/11	03/18/2011	917382 · Electricity- Vacancies	-16.25
					-16.25
Bill Pmt -Check	1089	03/31/2011	WE ENERGIES-5888-608-727	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill	2/16-3/17/11	03/18/2011	917383 · Gas- Vacancies	-10.36
					-10.36
Bill Pmt -Check	1090	03/31/2011	WE ENERGIES-8239-200-454	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill	2/16-3/17/11	03/18/2011	917282 · Electricity	-343.66
					-343.66
Bill Pmt -Check	1091	04/01/2011	B.R. BROOKFIELD	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill		04/01/2011	100103 · Cash- Tax impound	-14,097.00
					-14,097.00
Bill Pmt -Check	1092	04/08/2011	AT&T-26278459384029	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill		04/01/2011	917986 · Telephone	-81.50
					-81.50
Bill Pmt -Check	1093	04/08/2011	AT&T-26278472965556	100102 · Cash in bank- Wells (DIP)	
TOTAL	Bill		04/01/2011	917986 · Telephone	-81.50
					-81.50

## B.R. BROOKFIELD COMMONS LLC

## Check Detail

March 1 through June 9, 2011

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	1094	04/08/2011	MRED MANAGEMENT INC.	100102 - Cash in bank- Wells (DIP)	
Bill	72319	03/31/2011		918500 - Management expense- On site	-3,011.00
TOTAL					-3,011.00
Bill Pmt -Check	1095	04/18/2011	U.S. TRUSTEE	100102 - Cash in bank- Wells (DIP)	
Bill		04/12/2011		917946 - Professional fees- UST	-975.00
TOTAL					-975.00
Bill Pmt -Check	1096	04/13/2011	MTECH FACILITY SERVICES, INC.	100102 - Cash in bank- Wells (DIP)	
Bill		04/07/2011		915560 - General maintenance-Portering	-1,095.35
Bill	72011MAINT	04/07/2011		917250 - Building repair supplies	-51.36
				917272 - Repair & maint-Bldg-Labor	-709.43
TOTAL					-1,856.14
Bill Pmt -Check	1097	04/22/2011	AT&T-26278459384029	100102 - Cash in bank- Wells (DIP)	
Bill		04/01/2011		917986 - Telephone	-6.93
TOTAL					-6.93
Bill Pmt -Check	1098	04/22/2011	AT&T-26278472965556	100102 - Cash in bank- Wells (DIP)	
Bill		04/01/2011		917986 - Telephone	-6.93
TOTAL					-6.93
Bill Pmt -Check	1099	04/22/2011	CITY OF BROOKFIELD-214730	100102 - Cash in bank- Wells (DIP)	
Bill		04/07/2011		917284 - Water	-107.66
TOTAL					-107.66
Bill Pmt -Check	1100	04/22/2011	DELUCA & HARTMAN	100102 - Cash in bank- Wells (DIP)	
Bill	11984.3182	03/31/2011		915770 - Snow removal	-370.00
				915770 - Snow removal	-195.00
				915770 - Snow removal	-550.00
				915770 - Snow removal	-215.00
				915770 - Snow removal	-215.00
				915770 - Snow removal	-215.00
				915770 - Snow removal	-370.00
TOTAL					-2,130.00
Bill Pmt -Check	1101	04/22/2011	MRED MANAGEMENT INC.	100102 - Cash in bank- Wells (DIP)	
Bill	72319	03/31/2011		918500 - Management expense- On site	-20.86
TOTAL					-20.86
Bill Pmt -Check	1102	04/22/2011	WASTE MANAGEMENT OF WI-MN	100102 - Cash in bank- Wells (DIP)	
Bill	4690606-2275-7	04/01/2011		917271 - Trash removal	-213.37
TOTAL					-213.37
Bill Pmt -Check	1103	04/25/2011	TS7-E GRANTOR TRUST	100102 - Cash in bank- Wells (DIP)	
Bill		04/25/2011		918680 - Interest	-33,655.47
TOTAL					-33,655.47
Bill Pmt -Check	1104	04/27/2011	BUILDING & LANDSCAPE MAINT.	100102 - Cash in bank- Wells (DIP)	

**B.R. BROOKFIELD COMMONS LLC**  
**Check Detail**  
**March 1 through June 9, 2011**

Type	Num	Date	Name	Account	Paid Amount
Bill	9057.5816-11	04/21/2011		917272 · Repair & maint-Bldg-Labor	<u>-220.71</u>
TOTAL					<u>-220.71</u>
Bill Pmt -Check	1105	04/27/2011 WE ENERGIES-0292-926-339		100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917383 · Gas- Vacancies 917382 · Electricity- Vacancies	<u>-11.01</u> <u>-18.30</u>
TOTAL					<u>-29.31</u>
Bill Pmt -Check	1106	04/27/2011 WE ENERGIES-0600-300-132		100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917382 · Electricity- Vacancies	<u>-19.56</u>
TOTAL					<u>-19.56</u>
Bill Pmt -Check	1107	04/27/2011 WE ENERGIES-2050-004-425		100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917282 · Electricity	<u>-65.36</u>
TOTAL					<u>-65.36</u>
Bill Pmt -Check	1108	04/27/2011 WE ENERGIES-3408-475-310		100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917382 · Electricity- Vacancies	<u>-18.86</u>
TOTAL					<u>-18.86</u>
Bill Pmt -Check	1109	04/27/2011 WE ENERGIES-3822-252-007		100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917282 · Electricity	<u>-413.11</u>
TOTAL					<u>-413.11</u>
Bill Pmt -Check	1110	04/27/2011 WE ENERGIES-5037-483-565		100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917383 · Gas- Vacancies 917382 · Electricity- Vacancies	<u>-37.56</u> <u>-17.88</u>
TOTAL					<u>-55.44</u>
Bill Pmt -Check	1111	04/27/2011 WE ENERGIES-5094-391-773		100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917382 · Electricity- Vacancies	<u>-17.33</u>
TOTAL					<u>-17.33</u>
Bill Pmt -Check	1112	04/27/2011 WE ENERGIES-5215-069-047		100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917383 · Gas- Vacancies	<u>-9.45</u>
TOTAL					<u>-9.45</u>
Bill Pmt -Check	1113	04/27/2011 WE ENERGIES-5888-608-727		100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917383 · Gas- Vacancies	<u>-22.00</u>
TOTAL					<u>-22.00</u>
Bill Pmt -Check	1114	04/27/2011 WE ENERGIES-7470-595-359		100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917382 · Electricity- Vacancies 917383 · Gas- Vacancies	<u>-6.84</u> <u>-3.87</u>
TOTAL					<u>-10.71</u>
Bill Pmt -Check	1115	04/27/2011 WE ENERGIES-8086-398-332		100102 · Cash in bank- Wells (DIP)	

## B.R. BROOKFIELD COMMONS LLC

## Check Detail

March 1 through June 9, 2011

Type	Num	Date	Name	Account	Paid Amount
Bill	3/17-4/17/11	04/20/2011		917282 · Electricity	-27.24
TOTAL					<u>-27.24</u>
Bill Pmt -Check	1116	04/27/2011	WE ENERGIES-8239-200-454	100102 · Cash in bank- Wells (DIP)	
Bill	3/17-4/17/11	04/20/2011		917282 · Electricity	-356.88
TOTAL					<u>-356.88</u>
Bill Pmt -Check	1117	05/02/2011	B.R. BROOKFIELD	100102 · Cash in bank- Wells (DIP)	
Bill		05/02/2011		100103 · Cash- Tax impound	-14,097.00
TOTAL					<u>-14,097.00</u>
Bill Pmt -Check	1118	05/02/2011	WASTE MANAGEMENT OF WI-MN	100102 · Cash in bank- Wells (DIP)	
Bill	4742484-2275-7	05/01/2011		917271 · Trash removal	-1,760.82
TOTAL					<u>-1,760.82</u>
Bill Pmt -Check	1119	05/05/2011	ADELMAN	100102 · Cash in bank- Wells (DIP)	
Bill	244615	04/26/2011		917372 · R&M- Tenants-Labor	-362.60
TOTAL					<u>-362.60</u>
Bill Pmt -Check	1120	05/05/2011	MRED MANAGEMENT INC.	100102 · Cash in bank- Wells (DIP)	
Bill	72611	04/30/2011		918500 · Management expense- On site	-2,864.86
TOTAL					<u>-2,864.86</u>
Bill Pmt -Check	1121	05/05/2011	THE LAWCARE PROFESSIONALS	100102 · Cash in bank- Wells (DIP)	
Bill	M4242M.1474	04/26/2011		917280 · Landscaping	-1,154.61
TOTAL					<u>-1,154.61</u>
Bill Pmt -Check	1122	05/05/2011	VELCHECK & FINGER	100102 · Cash in bank- Wells (DIP)	
Bill	2011-12006	04/25/2011		917286 · Roof maintenance	-951.35
TOTAL					<u>-951.35</u>
Bill Pmt -Check	1123	05/17/2011	AT&T-26278459384029	100102 · Cash in bank- Wells (DIP)	
Bill	5/11	05/01/2011		917986 · Telephone	-83.43
TOTAL					<u>-83.43</u>
Bill Pmt -Check	1124	05/17/2011	AT&T-26278472965606	100102 · Cash in bank- Wells (DIP)	
Bill	5/11	05/01/2011		917986 · Telephone	-58.95
TOTAL					<u>-58.95</u>
Bill Pmt -Check	1125	05/17/2011	DELUCA & HARTMAN	100102 · Cash in bank- Wells (DIP)	
Bill	11984.3564	06/09/2011		915770 · Snow removal	-125.00
TOTAL					<u>-150.00</u>
					<u>-275.00</u>
Bill Pmt -Check	1126	05/17/2011	MTECH FACILITY SERVICES, INC.	100102 · Cash in bank- Wells (DIP)	
Bill		05/04/2011		917250 · Building repair supplies	-538.91

## B.R. BROOKFIELD COMMONS LLC

## Check Detail

March 1 through June 9, 2011

Type	Num	Date	Name	Account	Paid Amount
Bill		05/04/2011		917272 · Repair & maint-Bldg-Labor 915560 · General maintenance-Portering	-421.61 -862.85 <u>-1,823.37</u>
TOTAL					
Bill Pmt -Check	1127	05/24/2011	GUETZKE & ASSOCIATES	100102 · Cash in bank- Wells (DIP)	
Bill	1348601	05/02/2011		917292 · Alarm & Security	<u>-346.83</u> -346.83
TOTAL					
Bill Pmt -Check	VOID	05/24/2011	TS7-E GRANTOR TRUST	100102 · Cash in bank- Wells (DIP)	
Bill		05/23/2011		918680 · Interest	<u>0.00</u>
TOTAL					
Bill Pmt -Check	WIRE TRANSFER	06/09/2011	CRANE, HEYMAN, SIMON, WELCH	100102 · Cash in bank- Wells (DIP)	
Bill		06/09/2011		917947 · Legal	<u>-34,389.10</u> -34,389.10
TOTAL					
Bill Pmt -Check	1129	03/09/2011	MOEGENBURG RESEARCH, INC.	100102 · Cash in bank- Wells (DIP)	
Bill	APPRAISAL BALANCE	06/09/2011		917949 · Professional fees- Other	<u>-1,900.00</u> -1,900.00
TOTAL					

# Attachment to Statement of Financial Affairs 3C

DATE	COMPANY	DESCRIPTION	MONEY PUT INTO BROOKFIELD	MANAGEMENT FEES	MONEY TAKEN FROM BROOKFIELD	NET BALANCE OWED BY B.R. BROOKFIELD COMMONS TO INSIDERS
6/1/2010	LONG BEACH PROPERTY	TRANSFER			\$ 13,000.00	\$ (13,000.00)
6/7/2010	BR KETTERING	TRANSFER			\$ 18,000.00	\$ (31,000.00)
6/9/2010	BR MIDLAND	TRANSFER	\$ 5,500.00			\$ (25,500.00)
6/9/2010	BR MAYFAIR	TRANSFER	\$ 15,500.00			\$ (10,000.00)
6/9/2010	BR MARKETPLACE	TRANSFER	\$ 4,500.00			\$ (5,500.00)
6/9/2010	BR KETTERING	TRANSFER	\$ 4,500.00			\$ (1,000.00)
6/9/2010	BR LAWNDALE	TRANSFER	\$ 25,000.00			\$ 24,000.00
6/10/2010	BR VENTURA	TRANSFER	\$ 6,000.00			\$ 30,000.00
6/17/2010	BR MIDLAND	TRANSFER	\$ 3,750.00			\$ 33,750.00
6/30/2010	SIGN OF THE DOVE	MANAGEMENT FEE		\$ 3,093.00		\$ 36,843.00
7/1/2010	SIGN OF THE DOVE	CHECK WRITTEN	\$ 4,000.00			\$ 40,843.00
7/1/2010	BR KETTERING	TRANSFER			\$ 13,800.00	\$ 27,043.00
7/8/2010	BR MARKETPLACE	TRANSFER	\$ 18,000.00			\$ 45,043.00
7/9/2010	BR LAWNDALE	TRANSFER	\$ 32,000.00			\$ 77,043.00
7/20/2010	BR MARKETPLACE	TRANSFER	\$ 7,000.00			\$ 84,043.00
7/28/2010	THS SKY ROOM	TRANSFER			\$ 7,000.00	\$ 77,043.00
7/30/2010	SIGN OF THE DOVE	CHECK WRITTEN			\$ 3,000.00	\$ 74,043.00
7/31/2010	SIGN OF THE DOVE	MANAGEMENT FEE		\$ 2,394.00		\$ 76,437.00
8/2/2010	SIGN OF THE DOVE	CHECK WRITTEN			\$ 24,000.00	\$ 52,437.00
8/5/2010	BR MIDLAND	TRANSFER			\$ 9,500.00	\$ 42,937.00
8/9/2010	BR MARKETPLACE	TRANSFER	\$ 15,000.00			\$ 57,937.00
8/9/2010	BR LAWNDALE	TRANSFER	\$ 31,000.00			\$ 88,937.00
8/17/2010	BR KETTERING	TRANSFER	\$ 2,500.00			\$ 91,437.00
8/31/2010	SIGN OF THE DOVE	MANAGEMENT FEE		\$ 3,126.00		\$ 94,563.00
9/7/2010	BR MIDLAND	TRANSFER			\$ 21,000.00	\$ 73,563.00
9/7/2010	BR MAYFAIR	TRANSFER			\$ 6,000.00	\$ 67,563.00
9/7/2010	BR MARKETPLACE	TRANSFER			\$ 28,500.00	\$ 39,063.00
9/8/2010	SIGN OF THE DOVE	CHECK WRITTEN			\$ 52,500.00	\$ (13,437.00)
9/8/2010	BR ESQUIRE	TRANSFER	\$ 3,500.00			\$ (8,937.00)
9/8/2010	BR LAWNDALE	TRANSFER	\$ 27,000.00			\$ 17,063.00
9/30/2010	SIGN OF THE DOVE	MANAGEMENT FEE		\$ 3,329.00		\$ 20,392.00
10/1/2010	SIGN OF THE DOVE	DEPOSIT			\$ 8,000.00	\$ 12,392.00
10/5/2010	BR KETTERING	TRANSFER			\$ 20,000.00	\$ (7,608.00)
10/11/2010	SIGN OF THE DOVE	DEPOSIT			\$ 27,500.00	\$ (35,108.00)
10/16/2010	BR MAYFAIR	TRANSFER	\$ 12,500.00			\$ (22,608.00)
10/27/2010	BR LAWNDALE	TRANSFER			\$ 33,500.00	\$ (56,108.00)
10/28/2010	BR LAWNDALE	TRANSFER	\$ 33,500.00			\$ (22,608.00)
10/31/2010	SIGN OF THE DOVE	MANAGEMENT FEE		\$ 2,391.00		\$ (20,217.00)
		PAID ON BEHALF OF BROOKFIELD TO MAWICKE & GOISMAN	\$ 5,000.00			\$ (15,217.00)
11/10/2010	SIGN OF THE DOVE	PAID ON BEHALF OF BROOKFIELD TO FIRST INSURANCE	\$ 997.17			\$ (14,219.83)
11/14/2010	SIGN OF THE DOVE	PAID ON BEHALF OF BROOKFIELD TO CRANE, HEYMAN, SIMON, WELCH & CHAR	\$ 21,039.00			\$ 6,819.17
11/23/2010	SIGN OF THE DOVE	PAID ON BEHALF OF BROOKFIELD TO CRANE, HEYMAN, SIMON, WELCH & CHAR	\$ 21,039.00			\$ 27,858.17
Jan-11	BERNARD ROSENSON	PAID ON BEHALF OF BROOKFIELD FOR TRAVEL EXPENSES FOR COURT HEARING IN MILWAUKEE	\$ 3,896.93			\$ 31,755.10
Jan-11	SIGN OF THE DOVE	PAID ON BEHALF OF BROOKFIELD FOR TRAVEL EXPENSES FOR COURT HEARING IN MILWAUKEE	\$ 424.48			\$ 32,179.58
			\$ 303,146.58	\$ 14,333.00	\$ 285,300.00	
			\$ 32,179.58			

**United States Bankruptcy Court**  
**Eastern District of Wisconsin**

In re B.R. Brookfield Commons No. 1, LLC

Debtor(s)

Case No.

Chapter

11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept .....	\$	**
Prior to the filing of this statement I have received .....	\$	<b>16,039.00</b>
Balance Due .....	\$	**

2. \$ 0.00 of the filing fee has been paid. \*\*Pursuant to further Court Order.

3. The source of the compensation paid to me was:

Debtor       Other (specify):

4. The source of compensation to be paid to me is:

Debtor       Other (specify):

5.  I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: June 2, 2011

/s/ JEFFREY C. DAN

JEFFREY C. DAN  
Crane, Heyman, Simon, Welch & Clar  
Suite 3705  
135 South LaSalle Street  
Chicago, IL 60603-4297  
312-641-6777 Fax: 312-641-7114

**United States Bankruptcy Court**  
**Eastern District of Wisconsin**

In re B.R. Brookfield Commons No. 1, LLC,  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Roseville Property LLC 22900 Ventura Blvd. Suite 200 Woodland Hills, CA 91364</b>			<b>100%</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 10, 2011

Signature /s/ Bernard Rosenson  
**Bernard Rosenson**  
**Manager**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court  
Eastern District of Wisconsin**

In re B.R. Brookfield Commons No. 1, LLC \_\_\_\_\_ Case No. \_\_\_\_\_  
Debtor(s) Chapter 11 \_\_\_\_\_

**VERIFICATION OF CREDITOR MATRIX**

I, the Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: June 10, 2011

/s/ Bernard Rosenson  
**Bernard Rosenson/Manager**  
Signer>Title

Ann Marie Uetz  
Foley & Lardner  
500 Woodward Avenue  
Suite 2700  
Detroit, MI 48226

AT&T  
P.O. Box 8100  
Aurora, IL 60507-8100

AT&T  
Attn: Bankruptcy Department  
P.O. Box 769  
Arlington, TX 76004

B.R. Brookfield Commons No. 2, LLC  
22900 Ventura Blvd.  
Suite 200  
Woodland Hills, CA 91364

B.R. Esquire Building  
22900 Ventura Blvd., #200  
Woodland Hills, CA 91364

CB Richard Ellis  
777 W. Wisconsin Avenue, #3250  
Milwaukee, WI 53202-5353

City of Brookfield  
2000 N. Calhoun Road  
Brookfield, WI 53005

City of Brookfield - Utilities  
2000 N. Calhoun Road  
Brookfield, WI 53005

Denise Schicher Mgr.  
Subway Real Estate Corp.  
325 Bic Drive  
Milford, CT 06460-3059

Devorkin & Company  
11518 North Port Washington Road  
Suite 103  
Mequon, WI 53092

Flag Center  
2954 N. 117th Street  
Milwaukee, WI 53222

Hanbai, Inc.  
Wasabi Sushi & Saki Lounge  
118 Grey Fox Court  
Streamwood, IL 60107

Integrity Development  
930 E. 66th Street  
Indianapolis, IN 46220

Laura Phan/Saigon Nails  
3338 Knoll Terrace  
Milwaukee, WI 53222

Lawrence Seybold/Carenza Salon  
2616 N. 91st Street  
Columbus, OH 43226

LCA-Vision, Inc.  
7840 Montgomery Road  
Cincinnati, OH 45236

Mawicke & Goisman S.C.  
1509 North Prospect Ave.  
Milwaukee, WI 53202

Michael S. Polsky  
Beck, Chaet, Bamberger & Polsky S.C.  
330 East Kilbourn Avenue  
Suite 1085  
Milwaukee, WI 53202

MRED Management Inc.  
13890 Bishops Dr., #205  
Brookfield, WI 53005

Mtech Facility Services  
P.O. Box 1690  
Brookfield, WI 53008

Sahul Flores, Jr.  
Chipotle Mexican Grill, Inc.  
1543 Wazee Street, Suite 200  
Denver, CO 80202

Sign of the Dove  
22900 Ventura Blvd., #200  
Woodland Hills, CA 91364

Starbucks Corporation  
2401 Utah Avenue South  
Seattle, WA 98134

TD Amentrade, Inc.  
1 Plaza Four A  
Jersey City, NJ 07311

The Lawn Care Professionals  
W234 56650 Big Bend Drive  
Waukesha, WI 53189

The Lawncare Professionals  
P.O. Box 310  
Big Bend, WI 53103-0310

The Vitamin Shoppe  
Attn: Real Estate Dept.  
2101 91st Street  
North Bergen, NJ 07047

TS7-E Grantor Trust  
P.O. Box 31355  
Hartford, CT 06150-1355

United States Fire  
2936 S. 166th Street  
New Berlin, WI 53151

Vector Electrical Contractors, Inc.  
1341 Pearl Street  
Waukesha, WI 53186

Waste Management of WI-MN  
P.O. Box 4648  
Carol Stream, IL 60197-4648

Waste Management of WI-MN  
Attn: Bankruptcy Department  
2625 W. Grand View Rd., Suite 150  
Phoenix, AZ 85023

WE Energy  
P.O. Box 2089  
Milwaukee, WI 53201

**United States Bankruptcy Court  
Eastern District of Wisconsin**

In re B.R. Brookfield Commons No. 1, LLC

Debtor(s)

Case No.  
Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for B.R. Brookfield Commons No. 1, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Roseville Property LLC  
22900 Ventura Blvd.  
Suite 200  
Woodland Hills, CA 91364**

None [*Check if applicable*]

June 10, 2011

Date

/s/ JEFFREY C. DAN

**JEFFREY C. DAN**

Signature of Attorney or Litigant

Counsel for B.R. Brookfield Commons No. 1, LLC

**Crane, Heyman, Simon, Welch & Clar**

**Suite 3705**

**135 South LaSalle Street**

**Chicago, IL 60603-4297**

**312-641-6777 Fax:312-641-7114**